

ORIGINAL

### Debtors.

**Jointly Administered  
Objection Deadline: May 21, 2001  
at 4:00 p.m.  
Hearing Date: To be scheduled only  
if objections are timely filed and  
served.**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of W.R. Grace & Co. et al. (“Grace”) and its sixty-one subsidiaries and affiliates have filed an **Application for an Order Authorizing the Retention of Stroock & Stroock & Lavan LLP as Counsel to the Official Committee of Unsecured Creditors (“Application”).**

175

You are required to file a response to the attached **Application** on or before **May 21, 2001 at 4:00 p.m.**

At the same time, you must also serve a copy of the response upon applicant's undersigned attorneys.

**A HEARING ON THE APPLICATION WILL BE HELD BEFORE THE HONORABLE JOSEPH J. FARNAN, JR., ONLY IF OBJECTIONS ARE TIMELY FILED AND SERVED.**

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: May 2, 2001

STROOCK & STROOCK & LAVAN LLP  
Lewis Kruger, Esq.  
Robert A. Raskin, Esq.  
Arlene G. Krieger, Esq.  
180 Maiden Lane  
New York, New York 10038-4982  
Telephone: (212) 806-5400  
Facsimile: (212) 806-6006

- and -



Michael R. Lastowski, Esquire (DE I.D. No. 3892)  
William S. Katchen, Esquire  
DUANE, MORRIS & HECKSCHER, LLP  
1100 N. Market Street, Suite 1200  
Wilmington, DE 19801-1246  
Telephone: (302)-657-4942  
Facsimile: (302)-657-4901  
Email: mlastowski@duanemorris.com

Proposed Co-Counsel for the Official  
Committee of Unsecured Creditors



**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

-----X	:	
In re:	:	<b>Chapter 11</b>
	:	<b>Case No. 01-01139 (JJF)</b>
W. R. GRACE & CO., <u>et al.</u> <sup>1</sup>	:	
	:	
	:	
Debtors.	:	<b>(Jointly Administered)</b>
-----X		

**APPLICATION FOR ORDER APPROVING THE RETENTION OF  
STROOCK & STROOCK & LAVAN LLP AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the "Committee") appointed in the Chapter 11 cases of W. R. Grace & Co. ("Grace") and its sixty-one subsidiaries and affiliates (collectively with Grace, the "Debtors") for its application pursuant to Sections 327 and 1103(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code") to retain

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

Stroock & Stroock & Lavan LLP ("Stroock") as counsel to the Committee, *nunc pro tunc*, to April 12, 2001, respectfully represents:

### **BACKGROUND**

1. On April 2, 2001 (the "Petition Date"), the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors Chapter 11 cases have been procedurally consolidated and are being jointly administered.

2. The Debtors operate a world wide specialty chemicals and materials business predominantly through two business units, Davison Chemicals and Performance Chemicals. The Debtors employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal year 2000, Grace reported a net loss of \$89.7 million<sup>2</sup> from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

3. Grace, as the Debtors' parent company, is a global holding company that conducts substantially all of its business through a direct, wholly owned subsidiary W. R. Grace & Co. – Conn ("Grace-Conn"). Grace-Conn owns substantially all of the assets, properties and rights of Grace in the United States. Grace and Grace-Conn have 76 domestic subsidiaries and affiliates, 60 of which are debtors and debtors in possession in these Chapter 11 cases and 71 foreign non-debtor subsidiaries and affiliates. Prior to the Petition Date, the Debtors' non-debtor foreign

---

<sup>2</sup> The Debtors' pleadings further report that this net loss results in part from a \$294.0 million asbestos-related change to earning recorded in the fourth quarter of 2000.



subsidiaries and affiliates received credit support and loans for their operations from their respective domestic parent companies.

4. On April 12, 2001, the United States Trustee formed the Committee consisting of the following members: J.P. Morgan Chase & Co., ABN AMRO Bank N.V., Bank of America, N.A., The Bank of New York, as indenture trustee, Bankers Trust Company, as indenture trustee, First Union National Bank, Sealed Air Corporation, Wachovia Bank N. A., and Zhagrus Environmental, Inc. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases.

5. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and asbestos-related property damage claims against the Debtors (collectively, the "Asbestos Claim Committees").

### **JURISDICTION**

6. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. By Order of the District Court (Robinson, C.J.) dated April 9, 2001, the reference of these Chapter 11 cases was withdrawn from the bankruptcy court in its entirety pursuant to 28 U.S.C. § 157(a). The statutory predicates for the relief sought herein are §§ 327 and 1103(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016.

### **RETENTION OF STROOCK**

7. The Committee respectfully submits that it will be necessary to employ and retain counsel pursuant to 11 U.S.C. § 1103(a) to, inter alia:

- advise the Committee with respect to its rights, duties and powers in these Chapter 11 cases;

- assist and advise the Committee in its consultations with the Debtors relative to the administration of these cases;
- assist and advise the Committee in its consultations with the Asbestos Claim Committees;
- analyze and advise the Committee as to intercompany claims, and claims or causes of action by or against one or more of the Debtors, their non-debtor domestic and foreign subsidiaries and affiliates, and other third parties;
- assist the Committee in analyzing the claims of the Debtors' creditors, and in negotiating with the Debtors' creditors and equity security holders;
- assist with the Committee's investigation of the acts, conduct, assets, liabilities and financial condition and prospects of the Debtors and of the operation of the Debtors' businesses; including, but not limited to, the pending fraudulent conveyance and asbestos-related litigations;
- assist the Committee in its analysis, evaluation or formulation of a plan of reorganization for the Debtors, including negotiations with the Debtors, the Asbestos Claims Committees, and all third parties concerning the terms of a plan of reorganization for the Debtors and matters related thereto;
- assist and advise the Committee as to its communications to the general creditor body regarding significant matters in these cases;
- represent the Committee at all hearings and other proceedings;
- review and analyze all applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety;
- assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
- perform such other legal services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

8. The Committee believes that Stroock possesses extensive knowledge and expertise in the numerous areas of law relevant to these cases, and that Stroock is well qualified to represent the Committee in these proceedings. In selecting its counsel, the Committee sought counsel with considerable experience in representing unsecured creditors' committees in chapter 11 reorganization cases and other debt restructuring scenarios. Stroock has such experience,



currently representing and having represented creditors' and noteholders' committees in many significant reorganizations under chapter 11.

9. More specifically, Stroock currently represents official creditors' or noteholders' committees in each of the following Chapter 11 cases: Wheeling-Pittsburgh, Acme Metals, Inc., Gulf States Steel, Inc. of Alabama, Northwestern Steel and Wire, The Resort at Summerlin, RSL Com USA, Inc. and RSL Com Prime Call. Inc., the Beloit Committee in Harnischfeger Industries, Allis-Chalmers Corporation, The LTV Corporation, Levitz Furniture Incorporated, Laclede Steel, Barney's, Inc., Best Products Co., Inc., Burlington Motor Holdings, Inc., Federated Department Stores, Inc., Forstmann & Company, Inc., Fruehauf Trailer Corporation, G. Heileman Brewing Company, Inc., Grand Union Company, Hillsborough Holdings Corporation, The Leslie Fay Companies, Inc., Orion Pictures Corp., and Zale Corporation. In addition, Stroock has represented debtors in Chapter 11 reorganizations including many large, complex cases such as Planet Hollywood International, The Columbia Gas System, Inc., JWP, Inc. and Anchor Glass Container Corporation.

10. Upon information and belief, and based upon the annexed affidavit of Lewis Kruger (the "Kruger Affidavit") filed in support of this Application, Stroock does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which Stroock is to be engaged. However, as set forth in the Kruger Affidavit, Stroock is a large firm with a national practice and represents or may have represented certain of the Debtors' creditors, equity holders or other parties-in-interest, or their respective attorneys or accountants, who are known at this time.

11. Following are short biographical sketches of the bankruptcy attorneys who will have primary responsibility for this matter:

12. **Lewis Kruger** is co-chair of the firm's Insolvency Department and a member of the firm's Senior Executive Committee. Mr. Kruger has over thirty years of experience as an insolvency lawyer and has played a major role in many of the significant reorganization proceedings in the U.S. He has represented debtors and creditors' committees in cases including Leslie Fay, The Icing, Zale Corporation, Southmark Corporation, The McCall Pattern Company, The Columbia Gas System Inc., NuCorp Energy, Victor Technologies, Penn-Dixie Steel, Phoenix Steel, Neisner Brothers, Hillsborough Holdings, Western Union, Forstmann, Edgecomb, Charter Medical, Cabot Cabot & Forbes, Harvest Foods, Phar-Mor, Anchor Glass Container Corporation, Tiphook Finance Corporation and Pinnacle Brands. He has been lead counsel representing banks such as JPMorganChase, National Westminster Bank, Deutsche Bank, and financial institutions including Bear Stearns and Salomon Smith Barney.

13. Mr. Kruger taught corporate reorganization at Columbia Law School from 1972 to 1988, is a frequent lecturer for The Practicing Law Institute and bankruptcy bar associations in the United States and abroad, and is a Fellow of the American College of Bankruptcy. He is a former special counsel to the U.S. Senate Committee on the Judiciary with respect to reorganizations, and, a former special counsel to the Governor of New York and the Urban Development Corporation. Mr. Kruger is included in the Euromoney Publications Guide to the World's Leading Insolvency and Restructuring Lawyers for 1999.

14. Mr. Kruger's publications include Bankruptcy: Practice and Procedure in 1972 and annually thereafter; Creditor Representation in Bankruptcy and Insolvency Proceedings; Current Developments in Bankruptcy, Reorganization & Arrangement Proceedings, 1972 to present; Bankruptcy Reform Act of 1978; Business Reorganization and Rehabilitation: The New Chapter 11; and many other monographs for newspapers and journals.



15. Mr. Kruger earned his LL.B. with honors from Columbia Law School in 1959 and his A.B. with honors from Harvard University in 1956.

16. Mr. Kruger is admitted to practice in New York, the Southern and Eastern Districts of New York, and the United States Court of Appeals for the Second Circuit.

17. **Robert A. Raskin** is a partner in the firm's Insolvency Department. He has represented creditors' committee in large bankruptcy cases throughout the country including Barney's Inc., Burlington Motor Holdings, Inc., Federated Department Stores Inc., The Charter Company, Allis-Chalmers Corp., Laclede Steel, Acme Metals, Inc., Orion Pictures Corp. Wheeling-Pittsburgh, and WRT Energy, and debtors including Crowthers-McCall Pattern, Inc., JWP Inc., Maruko, Inc., Sumergrade Corporation, Energy Management Corporation, and Coleco Industries, Inc. Mr. Raskin has also represented purchasers of assets from Chapter 11 debtors, most notably Delta Air Lines, Inc. in numerous cases, Empire of Carolina, Inc. and R&S Strauss, and debtor-in-possession financiers.

18. Mr. Raskin is co-author of The Creditors' Committee Manual published by Warren, Gorham & Lamont, and has been a member of the Bankruptcy and Corporate Reorganization Committee of the New York City Bar Association.

19. Mr. Raskin received his J.D. from New York University in 1984 and his B.S., summa cum laude, from Syracuse University in 1981. He is admitted to practice in New York (1985).

20. **Kenneth Pasquale** has been a partner in Stroock's Litigation Department since 1999. His practice concentrates in the areas of bankruptcy litigation, products liability and complex commercial litigation, at both the trial and appellate levels. Mr. Pasquale has represented debtors and creditors' committee in Chapter 11 cases, and companies in connection

with asbestos-related and products liability-related litigation including, Raytech Corporation as debtor, in its asbestos-related bankruptcy proceedings, the Anchor Glass Container Corporation, as debtor, manufacturers Lincoln Electric Company, Hobart Brothers Company, The BOC Group (Airco) and Electric Corporation in defending against asbestos-related products liability litigation, and other clients defending against products liability actions involving products such as motor vehicles, pharmaceuticals (DES) and medical devices (breast implants).

21. Mr. Pasquale has participated as a panelist and faculty member for continuing legal education programs sponsored by the Association of the Bar of the City of New York. His publications include "Limitations Upon a Bankruptcy Court's Subject Matter Jurisdiction To Determine a Debtor's Class Action Lawsuit," The Journal of Corporate Renewal, Vol 13, No. 12 December 2000; "Non-Resident Web Sites And Long-Arm Jurisdiction" New York Law Journal, April 27, 2000; "Does Spoliation of Evidence Merit Dismissal?" New York Law Journal, July 19, 1999; "Class Action Settlement: A Viable Option After Ortiz v. Fibreboard?" Mondaq Business Briefing ([www.mondaq.com](http://www.mondaq.com)), July 6, 1999.

22. Mr. Pasquale earned his J.D. from Brooklyn Law School in 1990 (cum laude) and as B.B.A. from Pace University in 1986 (magna cum laude). Mr. Pasquale is admitted to practice before the courts of the states of New York and New Jersey as well as the United States Court of Appeals for the Second Circuit, the United States Court of Appeals for the Third Circuit, the United States District Court for the Southern District of New York, for the Eastern District of New York, and for the District of New Jersey.

23. In addition to the attorneys identified above, Stroock will utilize in the course of this engagement other partners, associates, para professionals and others in the firm, as and to the extent required.



**COMPENSATION**

24. Stroock will seek compensation from the Debtors' estates for services rendered to the Committee based on its customary hourly rates which are currently as follows:

- Partners: \$425 to \$675 per hour
- Special Counsel: \$425 per hour
- Associates: \$160 to \$450 per hour
- Legal Assistants/Aides: \$75 to \$200 per hour

25. The hourly rates set forth above are Stroock's current customary hourly rates for work of this nature and are subject to periodic increase in the normal course of Stroock's business. These rates are set at a level designated to fairly compensate Stroock for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.

26. Stroock will seek to be compensated, subject to the approval of this Court, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and orders of this Court. Stroock will also seek reimbursement for all out-of-pocket expenses incurred in rendering services to the Committee, consistent with the rules and guidelines of this Court. It is Stroock's policy to charge each client for all expenses incurred in connection with such client's case or matter. These expenses include, among others, telephone and telecopier toll and other charges, mail and express mail charges, hand delivery charges, photocopying charges, travel expenses, expenses for "working meals" and local transportation, computerized research, transcription costs, and non-ordinary overhead expenses such as secretarial and other overtime. Stroock believes that it is fairer to charge these expenses to the client incurring them than increase the hourly rates and spread the expenses among all clients.

**NOTICE**

27. Notice of this Application will be given to (a) the Debtors, (b) the Office of the United States Trustee and (c) all parties who have requested notice pursuant to Bankruptcy Rule 2002. The Committee submits that such notice is adequate and proper and other or further notice need not be given.

28. No previous application for the relief sought herein has been made to this or any other court.

29. **WHEREFORE**, the Committee requests that this Court enter an order substantially in the form annexed hereto authorizing the Committee to retain Stroock as its attorneys to represent it in these Chapter 11 cases, effective as of April 12, 2001, and granting such other and further relief as the Court may deem just and proper.

Dated: May 1, 2001

**THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF W. R. GRACE & CO. ET AL.**

By:   
\_\_\_\_\_  
J.P. MorganChase & Co.  
Chair of the Committee



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	<b>Chapter 11</b>
<b>W. R. GRACE &amp; CO., <u>et al.</u><sup>1</sup></b>	)	<b>Case No. 01-01139 (JJF)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>

**AFFIDAVIT OF LEWIS KRUGER IN SUPPORT OF APPLICATION TO APPROVE  
RETENTION OF STROOCK & STROOCK & LAVAN LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
EFFECTIVE AS OF APRIL 12, 2001**

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

**LEWIS KRUGER**, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice in the State of New York, and in the United States District Courts for the Southern and Eastern Districts of New York. I am a

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

member of the firm of Stroock & Stroock & Lavan LLP ("Stroock"), which firm maintains an office in New York at 180 Maiden Lane, New York, New York 10038. I am familiar with the matters set forth herein and make this affidavit in support of the application (the "Retention Application") of the Official Committee of Unsecured Creditors (the "Grace Committee") of W. R. Grace & Co. ("Grace") and sixty-one of its domestic affiliates and subsidiaries (collectively with Grace, the "Debtors") seeking approval to retain Stroock as its counsel effective as of April 12, 2001, and to make certain disclosures required under Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure.

2. At a meeting on April 12, 2001, the Grace Committee duly selected Stroock as its counsel to represent it during the pendency of the Debtors' Chapter 11 cases. Upon its retention, Stroock immediately began its review and analysis of the numerous pending motions in these cases, and other issues which may substantially impact on creditor recoveries in these cases.

3. Stroock has a prominent, nationally known practice in the field of insolvency, reorganization and bankruptcy law, as well as expertise in corporate, employee benefits, labor, tax, real estate, environmental and other areas of law related to corporate financing and commercial practice and related complex litigation.

4. In preparing this Affidavit, I caused to have submitted to Stroock's computer conflict data base, and distributed to all Stroock personnel, the names of, among others, (i) the Debtors; (ii) the consolidated list of creditors holding the twenty largest unsecured claims identified on the Debtors' petition; (iii) members of the Grace Committee; (iv) the officers and directors of the Debtors; (v) the plaintiffs and other parties in interest to non-asbestos litigation against the Debtors; (vi) the names of significant co-defendants to the Debtors in asbestos



litigation and law firms involved in inventory settlement agreements disposing of asbestos bodily injury claims valued at more than \$5 million; (vii) the top 100 equity security holders of the Debtors; (viii) the Debtors' bank creditors and issuers of their outstanding letters of credit or surety bonds; (ix) parties to real estate leases with the Debtors; and (x) other parties in interest known to me (collectively, the "Conflicts Check"). A complete list of the entities that I caused to be submitted for review by our conflicts check system is annexed hereto as Schedule "A".

5. Stroock maintains and systematically updates its computer conflict data base in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system and adverse party index maintained by Stroock is designed to include every matter on which the firm is now or has been engaged, the entity by which the firm is now or has been engaged, and, in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of Stroock that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system and adverse party index the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Stroock.

6. Except as disclosed herein, Stroock does not have any connection with the Debtors, their professional advisors, their officers and directors, their twenty largest unsecured creditors, on a consolidated basis, their largest equity security holders, the members of the Committee, or the other parties identified on Schedule A and believes that it is "disinterested" under section 101(14) of the Bankruptcy Code.

7. Based upon the investigation described above, it appears that Stroock currently represents or has during the past five years represented the following entities:

- i. **Debtors:** Based upon its Conflicts Check, Stroock does not currently represent any of the Chapter 11 Debtors.
- ii. **The Grace Committee:**
  - a) ABN-AMRO Bank N.V. ("ABN"): Stroock has represented in the past and currently represents ABN in certain real estate, corporate and workout matters, employment-related matters and litigation, including employment-related matters arising from its merger with ING Barings LLC. These matters are unrelated to these Chapter 11 cases.
  - b) Bank of America N.A. ("BofA"): BofA is the lender to the Debtors under the post-petition DIP facility and a member of the Committee. Stroock currently represents BofA in the derivatives and securities areas, as well as serving as BofA's designated underwriters' counsel from time to time. From time to time, Stroock also represents BofA in matters related to real estate, litigation, and general corporate work. Stroock has also represented BofA directly on certain financing matters. None of Stroock's current or past representations of BofA are related to the present Chapter 11 proceedings.
  - c) The Bank of New York: Stroock has represented in the past and currently represents Bank of New York as indenture trustee in connection with the preparation of First Indentures or Supplemental First Indentures in several matters, unrelated to these Chapter 11 cases.
  - d) Chase Manhattan Bank: The Chase Manhattan Bank n/k/a JP Morgan Chase ("Chase") as agent under the Debtors' pre-petition revolving credit facilities, is listed as one of Grace's twenty largest creditors, and is a member of the Committee. Stroock has in the past and currently represents Chase in matters unrelated to these Chapter 11 cases. Stroock currently represents Chase (i) as lender and as agent for a group of pre-petition lenders, in connection with the Chapter 11 case of Armstrong World Industries, Inc., (ii) as lender and as agent, in connection with the Chapter 11 case of Let's Talk Cellular & Wireless, Inc. and its subsidiaries, (iii) affiliates, Chase Bank of Texas, N.A. and Chase Securities, Inc., as agent bank and lenders, in connection with the Purina Mills bankruptcy proceedings, and (iv) in other creditor rights situations. Stroock also represents and has represented Chase and affiliates including JP Morgan Investment Management Inc., in a variety of corporate, real estate-related transactions and loans, and trusts and estates matters.
  - e) First Union Securities & First Union National Bank: Stroock has in the past and currently represents First Union National Bank and some of its affiliates,



including First Union Commercial Corporation, First Union National Bank of Florida, and First Union National Bank of North Carolina, in matters related to structured finance work and creditors' rights. Stroock's representation in these matters is unrelated to the Chapter 11 cases.

- iii. **Other Known Creditors or Parties in Interest:** Based upon the investigation described above, it appears that Stroock has represented or currently represents the following entities in matters:
- a) CNA Insurance ("CNA"): CNA is a creditor of the Debtors. Stroock has in the past and currently represents CNA in insurance matters, regulatory matters, and corporate work. These matters are unrelated to these Chapter 11 cases.
  - b) American Standard, Inc.: Stroock represents this client in intellectual property matters that are unrelated to the Chapter 11 cases or the pending asbestos litigation in which the Debtors are co-defendants.
  - c) Ametek Inc.: Stroock represents this client in general corporate matters, tax, and environmental matters that are unrelated to the Chapter 11 cases or the pending asbestos litigation in which the Debtors are co-defendants.
  - d) General Electric Co.: Stroock represents this client in general corporate matters, creditors' rights, and real estate matters that are unrelated to the Chapter 11 cases or the pending asbestos litigation in which the Debtors are co-defendants.
  - e) Credit Suisse First Boston Corporation: Stroock represents this client in structured finance matters and general corporate matters that are unrelated to the Chapter 11 cases or the pending fraudulent conveyance litigation in which the Debtors are co-defendants.
  - f) Merrill Lynch: Stroock represents Merrill Lynch and several of its affiliates, including Merrill Lynch Global Asset Management and Merrill Lynch & Co. Inc., in general corporate, structured finance, general licensing matters, and various intellectual property matters. None of these matters are related to these chapter 11 cases.
  - g) TrizecHahn Office Properties, Inc ("TrizecHahn"): Stroock currently represents TrizecHahn, the landlord of the New York City building in which W.R. Grace is a lessee, in real estate related matters throughout New York City, and in tax certiori matters. This matter is unrelated to these Chapter 11 cases.
  - h) The Blackstone Group, L.P.: Stroock currently represents Blackstone Mezzanine Group, an affiliate of the Blackstone Group, L.P., the Debtors' proposed financial advisors, in tax matters which are unrelated to the Chapter 11 cases.

- i) American International Group, Inc. ("AIG"): AIG provides the Debtors workers' compensation. Stroock currently represents AIG Trading Group, Inc., an affiliate of AIG, in general corporate matters, commodities and derivatives work, as well as ERISA and employee benefit matters. Stroock also represents AIG in insurance and corporate matters.
  - j) BASF Corporation "BASF": BASF is a creditor of the Debtors. Stroock has represented BASF in corporate matters in the past; these matters were unrelated to the present Chapter 11 cases.
  - k) Pfizer, Inc. ("Pfizer"): Pfizer is listed as a creditor of the Debtors. Stroock represents Pfizer in intellectual property matters, including trademark prosecution, clearance advice, and litigation. None of these matters are related to the Chapter 11 proceedings.
  - l) HSBC/Marine Midland ("HSBC"): Stroock represents HSBC Asset Management, an affiliate of HSBC, in connection with the creation and offering of various financial products. Stroock also represents HSBC Bank USA, an affiliate of HSBC, in regulatory matters relating to HSBC branches, trust operations and financial products sales in Florida. Stroock has also represented HSBC Bank USA in litigation arising from its Florida banking operations and in employment-related matters. These representations are unrelated to the Chapter 11 cases.
  - m) National Travelers Life Insurance Company ("Travelers"): Stroock has represented in the past and currently represents affiliates of Travelers in general corporate and regulatory work involving matters before the New York Insurance Department.
- iv. **Others**: In addition, Stroock has represented from time to time over the past five years and may currently represent the entities identified on Schedule "B" annexed hereto in matters that are unrelated to the Debtors or these Chapter 11 cases.

8. Except as described above, none of the representations described in this affidavit includes any matter related to these proceedings or to the Debtors.

9. Due to the size and diversity of Stroock's practice, and the large number of creditors of these estates, Stroock may have represented or otherwise dealt with, and may now be representing or otherwise dealing with, other persons (and their attorneys and accountants) who are or may consider themselves to be creditors, equity security holders or parties-in-interest in these Chapter 11 cases.



10. I hereby represent that insofar as I have been able to ascertain, neither I nor any member of my firm holds or represents any interest adverse to the Debtors' estates or their creditors in the matters upon which Stroock is to be engaged.

11. I hereby further represent that insofar as I have been able to ascertain, I am and each member of my firm is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code.

12. All compensation to Stroock for fees and expenses incurred during these Chapter 11 cases shall be subject to approval by this Court upon the filing of appropriate application(s) for interim or final allowance of compensation, in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and orders of this Court.

13. No promises have been received by Stroock or by any member, counsel or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

14. I hereby represent that Stroock has not agreed to share with any person or entity any of the compensation to be paid for the services rendered in these cases, other than as permitted pursuant to Section 504(b)(1) of the Bankruptcy Code.

15. Stroock discloses that it agrees to charge and the Debtors agree to pay, subject to Court approval in accordance with Sections 330(a) and 331 of the Bankruptcy Code, Stroock's customary hourly rates and its customary reimbursements as charged to bankruptcy and non-bankruptcy clients. The hourly rates for services that may be rendered to the Debtors at present range from:

- Partners: \$425 to \$675 per hour
- Special Counsel: \$425 per hour
- Associates: \$160 to \$450 per hour
- Legal Assistants/Aides: \$75 to \$200 per hour

The rates may change from time to time. Stroock is customarily reimbursed for all reasonable and necessary expenses incurred by it in connection with representation of a client in a given matter. Such expenses include, without limitation, travel costs, long distance calls, express mail or other courier, special or hand deliveries, copying costs, document processing, overtime help, overtime meals, Lexis, Westlaw, court files, transcript costs and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client.

16. Stroock will seek reimbursement of its expenses as allowed pursuant to the Bankruptcy Code and the Bankruptcy Rules, and all Local Rules and orders of this Court.

  
Lewis Kruger

Sworn to before me this  
1<sup>st</sup> day of May, 2001

  
NOTARY PUBLIC

ETHEL EARLEY  
Notary Public, State of New York  
No. 03-4650662  
Qualified in Bronx County  
Commission Expires March 30, 2003



# **SCHEDULE A**

**SCHEDULE A****(i) DEBTORS**

W.R. Grace & Co.	A-1 Bit & Tool Co., Inc
Alewife Boston Ltd.	Alewife Land Corporation
Amicon, Inc.	CB Biomedical, Inc.
CCHP, Inc.	Coalgrace, Inc.
Coalgrace II, Inc.	Creative Food 'N Fun Company
Darex Puerto Rico, Inc.	Del Taco Restaurants, Inc.
Dewey and Almy, LLC	Ecarg, Inc.
Five Alewife Boston Ltd.	GC Limited Partners I, Inc.
GC Management, Inc.	GN Holdings, Inc.
GC Management Corporation	Gloucester New Communities Company, Inc.
GPC Thomasville Corp.	Grace A-B II Inc.
Grace A-B Inc.	Grace Culinary Systems, Inc.
Grace Chemical Company of Cuba	Grace Energy Corporation
Grace Drilling Company	Grace Europe, Inc.
Grace Environmental, Inc.	Grace HG II Inc.
Grace H-G Inc.	Grace International Holdings, Inc.
Grace Hotel Services Corporation	Grace PAR Corporation
Grace Offshore Company	Grace Tarpon Investors, Inc.
Grace Petroleum Libya Incorporated	Grace Washington, Inc.
Grace Ventures Corp	W.R. Grace & Co. Conn.
W.R. Grace Capital Corporation	Gracoal, Inc.
W.R. Grace Land Corporation	Guanica-Caribe Land Development Corporation



SCHEDULE A

## (i) DEBTORS

Gracoal II, Inc.	Homco International, Inc.
Hanover Square Corporation	LB Realty, Inc.
Kootenal Development Company	Monolith Enterprises, Incorporated
Litigation Management, Inc.	MRA Holdings Corp.
Monroe Street, Inc.	MRA Staffing Systems, Inc.
MRA Intermedco, Inc.	Southern Oil, Resin & Fiberglass, Inc.
Remedium Group, Inc.	Axial Basin Ranch Company
Water Street Corporation	Hayden-Gulch West Coal Company
CC Partners	H-G Coal Company

**SCHEDULE A**

## (ii) CONSOLIDATED LIST OF 20 LARGEST UNSECURED CREDITORS

Chase Manhattan Bank, n/k/a J.P. MorganChase & Co.	Los Angeles Unified School District
Huntsman Corporation	DCP-Lohja, Inc.
PCS Nitrogen Fertilizer, L.P.	Dupont Dow Elastomers
Cass Logistics Temporary	Union Carbide Corporation
Southern Ionics, Inc.	BASF
CNA Insurance	Radian International
Stone Packaging System	Valeron Strength Films
Ingersoll-Rand Fluid Products	Delta Chemicals
Depository Trust Co.	CEDE & Co.
Zhagrus Environmental, Inc.	



**SCHEDULE A**

(iii) MEMBERS OF THE GRACE COMMITTEE

Sealed Air Corporation	The Bank of New York
Bankers Trust Company, as indenture trustee	Zhagrus Environmental, Inc.
ABN AMRO Bank N.V.	JP Morgan Chase & Co.
First Union	Bank of America, N.A.
Wachovia Bank	

(iv) DIRECTORS AND OFFICERS OF DEBTORS

Akos L. Nagy  
Alicia Burke  
Anthony G. Riddlesperger  
D. F. Garvey  
David B. Siegel  
David M. Cleary  
David Nakashige  
Dudley L. Bobolts  
Elyse Napoli-Filon  
Fabio Tegiacchi  
Gregory B. Poling  
Henry C. Lyons  
J. Elder  
John F. Akers  
John J. Murphy  
Kang Hui Shen  
Mark A. Shelnitz  
Martin Hunter  
Marye Anne Fox  
Michael A. Miller  
Michael N. Piergrossi

O. Mario Favorito  
Paul Bettacchi  
Paul J. Norris  
Paul McMahon  
R. H. Locke  
Robert A. Maggio  
Robert F. Jenkins  
Robert J. Bettacchi  
Robert J. Medler  
Robert M. Tarola  
Robert P. Turner  
Ronald C. Cambre  
Ruth E. Rowan  
Susan E. Farnsworth  
Susan Eccher  
Thomas A. Vanderslice  
W. Brian McGowan  
William L. Baker  
William L. Monroe  
William M. Corcoran



(v) PLAINTIFFS AND OTHER PARTIES-IN INTEREST TO  
NON-ASBESTOS LITIGATION AGAINST DEBTORS

Abbott, Margaret	Bloomfield-Mespo Local School District
Abbott, Eugene	Bluffton-Richland Public Library
Abner, Travis	Botkins Local School District
Ada Public Library	Bowen, Gary
Adams County Public Library	Brecksville-Broadview Hts. City Sch. Dst.
Akron City School District	Bristol Local School District
Akron-Summit County Public Library	Bristol Public Library
Alexander Local Schools	Buckeye Valley Local Schools
Alexandria Public Library	Buckeye Central Local School District
Amanda Clearcreek Local School District	Buckles-Whitmer, Donna
Amherst Public Library	Bucyrus Public Library
Amos Memorial Public Library	Bullock, Lawrence
Anthony Wayne Local School District	Canal Winchester Local School District
Arcanum Public Library	Canal Fulton Public Library
Ashland Public Library	Cardington Lincoln Local School District
Ashtabula County District Library	Carnegie Public Library
Athens City School District	Casarino, Peter
Austintown Local School District	Centerville City-School District
Avon Lake City School District	Central State University
Avon Lake Public Library	Champaign County Library
Baker, Sr., George	Chardon Local School District
Barberton City School District	Chase, Adam
Barberton Public Library	Circleville City School District
Barsky, Harry	Clark County Public Library
Bay Village City School District	Claymont School District Public Library
Beachwood City School District	Clermont County Public Library
Beavercreek City School District	Cleveland State University
Bedford City School District	Cleveland Hts.-Univ. Hts. City Sch. Dst.
Bellefontaine City School District	Cleveland Municipal School District
Bellevue Public Library	Cleveland Public Library
Bexley Public Library	Cloverleaf Local School District
Birchard Public Library of Sandusky Co.	Clyde Public Library
Bleazard, Erica	Coco, Thomas
Bleazard, Ross	Coldwater Public Library
Bleazard, Laura	Columbiana Public Library
Bleazard, Laura - David Bleazard	Columbus Metropolitan Library
Bliss Memorial Public Library	Columbus State Community College
Bloom Carroll Local School District	Coshocton Public Library

Coshocton City School District	Four Bear, Charles -Charles Four Bear II
Coventry Local-School District	Four Bear, Charles-Ava L LittleWhirlwind
Crestline Public Library	Franklin Public Library
Crestwood Local School District	Franklin City School District
Cryovac Sealed Air Corporation	Fremont City School District
Cuyahoga Falls School District	Frontier Local School District
Cuyahoga Heights Local School District	Galion Public Library Association
Cuyahoga County Public Library	Garrison, Charline
Danville Local School District	Geauga County Public Library
Dayton and Montgomery County Public Library	Genoa Area Local School District
Defiance Public Library	Gill, James
Del Pino, Jose Ramon Llaguna	Gilstrap, Viola
Delaware County District Library	Girard City School District
Delphos Public Library	Girard Free Library
Doss, Iris Rose	Gnadenhutten Public Library
Doss, Jr., James	Grafton-Midview Public Library
Doss, Iris	Grainger, David
Doss, Jesse	Grainger, Denise
Dover Public Library	Grainger, Denise - Jay Grandchamp
E. Cleveland City School District	Grainger, Trivian - Adam Grainger
E. Palestine Memorial Public Library	Grainger, Dawn
East Clinton Local School District	Grainger, Trivian - Daniel Grainger
East Guernsey Local School District	Grainger, Trivian
Eastwood Local School District	Grainger, Denise - Tina Kohl
Ella M. Everhard Public Library	Granville Public Library
Elmwood Local School District	Greene County Public Library
Elyria Public Library	Hamilton Local School District
Euclid Public Library	Harbor-Topky Memorial Library
Evergreen Local School District	Hardin-Houston Local School District
ExxonMobil Corporation	Harris Elmore Public Library
Fairfield County District Library	Harrison, Noel
Fairfield Local School District	Hatco Corporation
Fairfield Union Local School District	Helms, Brenda
Fairlawn Local School District	Herrick Memorial Public Library
Fairport Public Library	Highland Local School District
Findlay-Hancock County Public Library	Highland County District Library
Forest - Jackson Public Library	Hilliard City School District
Four Bear, Charles - Jonathon Little	Hillsboro City School District
Four Bear, Charles - Whirlwind	Hocking Technical College
Four Bear, Charles - Joray Four Bear	Holmes County District Public Library
Four Bear, Charles	Hubbard Exempted Village School District
Four Bear, Anna	Hubbard Public Library
	Huron Public Library



Ida Rupp Public Library	Maple Heights City School District
Independence Local School District	Martell, Rene
Jackson Local School District	Marvin Memorial Library
James Gill, on behalf of Calif. General Public	Marysville Exempted Village School Dst.
Jefferson Area Local School District	Marysville Public Library
Jefferson Township Local School District	Mason Public Library
Johnstown Monroe Local School District	Massillon Public Library
Jones, Richard	Maumee City School District
Kaneb Pipeline Operating Partnership, L.P.	McComb Public Library
Kaubisch Memorial Public Library	McKinley Memorial Library
Kelley, Joan Mary	Medical College of Ohio
Kelly, Joan	Medina County District Library
Kenston Local School District	Mentor Public Library
Kent City School District	Mesquita, Richard
Kent Free Library	Miamisburg City School District
Kester, Dale	Middletown Public Library
Kettering City School District	Middletown - Monroe School District
Kingsville Public Library	Milton Union Public Library
Kinsman Free Public Library	Minerals Management Service, Inc.
Kirtland Public Library	Minerva Public Library
Lake Local School District	Mohawk Community Library
Lakeland Community College	Montpelier Exempted Village School Dist.
Lakeview Local Schools	Montpelier Public Library
Lakewood Public Library	Napoleon Public Library
Lane Public Library	Nelson, Geraldine
Lebanon Public Library	Nelsonville-York City School District
Leetonia Community Public Library	New Lexington City School District
Liberty Center Public Library	Newton Falls Exempted Village Sch. Dist.
Liberty Union Thurston Local Schools	Newton Falls Public Library
Licking Heights Local School District	Nordonia Hills School District
Lima Public Library	North Canton Public Library
Little Miami Local School District	North Baltimore Public Library
Logan Elm Local School District	North Canton City School District
Logan County District Library	North Olmsted City School District
London City School District	North Royalton City School District
London Public Library	Northridge Local School District
Lorain County Community College	Northwood Local School District
Lorain Public Library	Oak Harbor Public Library
Loudonville Public Library	Oakwood City School District
Louisville Public Library	Oberlin Public Library
MacKenzie Memorial Public Library	Ontario Local School District
Manning, Willard	Oregon City School District
Mansfield-Richland County Public Library	Orrville Public Library

Ostego Local School District  
 Overton, Wyatt  
 Paint Valley Local School District  
 Parker, Mel  
 Parker, Lerah  
 Pataskala Public Library  
 Patrick Henry Sch. Dist. Public Library  
 Paulding County Carnegie Library  
 Pemberville Public Library  
 Perry Public Library  
 Perry, Ruppel  
 Perry School District (Fayetteville, IN)  
 Perrysburg Exempted Village School Dist.  
 PETRO Resources, Inc.  
 Pettisville Local School District  
 Pickerington Local School District  
 Pishioneri, James  
 Plain Local School District  
 Plain City Library  
 Poland Local School District  
 Port Clinton City School District  
 Portage County District Library  
 Preble - Shawnee Local School District  
 Public Library of Cincinnati & Hamilton  
 Putnam County District Library  
 R. Mesquita, in behalf of California General  
 Public  
 Reddoor, Abigail  
 Reddoor, Irma  
 Reed Memorial Library  
 Revere Local School District  
 Reynoldsburg City School District  
 Ricker, William  
 Ricker, Jr, George F (Brin Ricker)  
 Ricker, Helen  
 Ricker, Sr., George  
 Ricker, Jr., George  
 Ritter Public Library  
 River Valley Local School District  
 Roberts, John  
 Rockford Carnegie Library  
 Rocky River Public Library  
 Rocky River City School District

Russia Local School District  
 Salem Public Library  
 Salem City School District  
 Sandusky Public Library  
 Seneca East Public Library  
 Sinclair Community College  
 Smith, R. Gene  
 Solon City School District  
 Southeastern Local School District  
 Southern State Community College  
 Southwest Licking Local School District  
 Southwest Public Library  
 Spiker, Pauline  
 Springfield Local School District  
 St Paris Public Library  
 Stark County District Library  
 State of Ohio (Attorney General)  
 State of Michigan, Dept. of Corrections  
 Stow-Munroe Falls Public Library  
 Support Services Terminal, Inc.  
 Sylvania City School District  
 Taco Tico, Inc.  
 Taco Tico Acquisition Corp.  
 Taylor Memorial Public Library  
 Teays Valley Local School District  
 Tennison, Kathleen  
 Tennison, Kathleen  
 Thompson, Harrison  
 Tiffin-Seneca Public Library  
 Tipp City Public Library  
 Toledo City School District  
 Travis Abner, on behalf of Calif. Gen'l Public  
 Tri-County North Local Schools  
 Triad Local School District  
 Trimble Local School District  
 Troy City School District  
 Troy-Miami County Public Library  
 Tuscarawas County Public Library  
 Twin Valley Community Local School Dist.  
 Twinsburg City School District  
 Twinsburg Public Library  
 United States Department of Interior  
 Upper Sandusky Community Library



Upper Sandusky Exempted Village Sch.  
 District  
 Upper Arlington City School District  
 Upper Arlington Public Library  
 Urban, Charles  
 Valley View Local School District  
 Versailles Exempted Village Sch. District  
 Wadsworth City School District  
 Walker, L. Diane  
 Walker, Diane  
 Wapakoneta City School District  
 Warren-Trumbull County Public Library  
 Warrensville Heights City School District  
 Washington State Community College  
 Washington Court House City Schools  
 Washington-Centerville Public Library  
 Waterloo Local School District  
 Waverly City School District  
 Way Public Library  
 Wayne Local School District  
 Wayne County Public Library  
 West Geauga Local School District  
 Westerville City School District  
 Westerville Public Library  
 Whitmer, Warren  
 Willard Memorial Library  
 Wilmington Public Library of Clinton County  
 Wolf Creek Local School District  
 Wood County District Public Library  
 Woodmore Local School District  
 Woodridge Local School District  
 Worthington Public Library  
 Wright Memorial Public Library  
 Wright, James  
 Yellow Springs Ex Village Sch. District  
 Youngstown/Mahoning County Public Library  
 Youpee, Josi  
 Youpee, Sr, Marvin K. - Iris Youpee  
 Youpee, Sr., Marvin  
 Youpee, Sr, Marvin K. - Brittany Youpee  
 Youpee, Cary  
 Youpee, Dwight  
 Youpee, Allen

Youpee, Sr, Marvin K. (Marvin Youpee, Jr)  
 Youpee, Sr, Marvin K. (William Youpee, III)  
 A. P. Green Services, Inc.  
 Allegheny Solvents and Chemicals Company  
 Amchem Products, Inc.  
 American Trading & Production Corp.  
 American Petrofina, Inc.  
 Amoco Corporation  
 Amoco Shipping Company  
 Anchor Chemical Company  
 Andrews Oil Company  
 Arthur F. Hazen & Son, Inc.  
 ASARCO Incorporated  
 Ashland Oil, Inc.  
 Atlantic-Richfield Company  
 B. P. Oil Corporation  
 Baker & Taylor, Inc.  
 Basic, Inc.  
 Bearings and Transmissions, Inc.  
 Bearings, Inc.  
 Beaver Alkali Products  
 Beazer East, Inc.  
 Berry Bearing Company  
 Betz Laboratories, Inc.  
 BetzDearborn, Inc. (f/k/a Grace Dearborn  
 Company)  
 Bigelow-Liptak Company  
 Blackhawk Chemical Company  
 Blackships, Inc.  
 Boron Oil Company  
 Bostik, Inc.  
 Boyer Chemical Laboratory Company  
 Burrell Corporation  
 Calgon Corporation  
 Chas Kurz & Co.  
 Chevron U.S.A., Inc.  
 Chevron Products Company  
 Chevron Shipping Company  
 Colowyo Coal Company, L.P.  
 Cosden Pipe Line Co.  
 Credit Suisse First Boston Corp.  
 D. A. Stuart Oil Co., Ltd.  
 DeShazer, Jack



Dextrex Corp.  
 Didier Taylor Refractories Corp.  
 Dow Chemical USA  
 E. F. Houghton & Company  
 El-Arabi, Mahguib  
 English China Clays, Inc.  
 Exxon Co. USA  
 FINA, Inc.  
 FINA Oil and Chemical Company  
 Fiske Bros. Refining. Co.  
 Fresenius Medical Care, Inc.  
 Fresenius National Medical Care, Inc.  
 Fresenius U.S.A., Inc.  
 G. Whitfield Richards  
 Gateway Industrial Supply  
 General Refractories Co.  
 Gojer, Inc.  
 Grand Saw & Machine, Inc.  
 Gulf Oil Corp.  
 Harbison-Walker Refractories Co.  
 Harry Miller Corporation  
 Hazen Petroleum, Inc.  
 Hess Tankership, Co.  
 Housley-Kimmich Company  
 Humble Oil & Refining Co.  
 Huthnance International, Inc.  
 Huthnance-Grace Offshore Company  
 Imperial Oil & Grease Co.  
 Imperial Metallic Lubricants, Inc.  
 Industrial Petroleum Chemicals  
 Jamestown Paint & Varnish Company  
 Jurgens, Charles  
 Kaiser Aluminum & Chemical Sales  
 Kennametal  
 Keystone Tankership Corp.  
 L. O. Burrell Company  
 L. P. S. Research Laboratories, Inc.  
 Laboratory Equipment Co.  
 Magnaflux Corporation  
 Management, Inc.  
 Marathon Oil  
 Marine Navigation Co., Inc.  
 Marine Transport Lines

Maurice A. Knight Company  
 McKesson Chemical Co.  
 Merrill Lynch, Pierce, Fenner & Smith, Inc.  
 Mesa Petroleum Co.  
 Metropolitan Urology, PSC  
 Mobil Oil Co.  
 Monsanto Company  
 Murphy Oil USA, Inc.  
 Murphy Exploration & Production Co.  
 N.Y. Hillside, a/k/a NY (Hillside), Inc. &  
 NY Petro. (Hillside) Inc.  
 National Chemsearch Corp.  
 National Tankers Corp.  
 National Medical Care, Inc.  
 Never-Seez Compound Corporation  
 Neville Chemical Company  
 North American Refractories Co.  
 O. Y. Sea Freight  
 Parkin Chemical Company  
 Pioneer Natural Resources Co.  
 Pioneer Natural Resources USA, Inc.  
 Pro-Chem. Inc.  
 Prudential Lines, Inc.  
 Quaker Chemical Corporation  
 Ralph A. Hiller Company  
 Ray Engineering  
 Reilly Tar & Chemical Corporation  
 Robinson Insulation Company  
 Samson Hydrocarbons Company  
 Samson Hydrocarbons Company  
 Saville & Co.  
 Scaled Air Corporation (US)  
 Shell Pipeline Corporation  
 State of Michigan, Department of  
 Corrections  
 Stauffer Chemical Co.  
 Sun Company  
 Support Terminal Services, Inc.  
 Support Terminals Operating Partnership,  
 L.P.  
 T. J. Stevenson & Co.  
 Texaco, Inc.  
 Texaco Refining and Marketing, Inc.

Texaco Marine Services, Inc.  
Texize Chemicals, Inc.  
The Steco Corp.  
The Filtron Co., Inc.,  
Union Pacific Railroad Company  
Union Oil Co. of California  
Union Carbide Corporation  
United Refining Company  
United Fruit Company  
United States Steel Corp.  
William K. Schmied, M. D.

(vi) ASBESTOS LITIGATION SIGNIFICANT CO-DEFENDANTS

101 California Investors Corp.  
A. P. Green Industries, Inc.  
A. P. Green Services Inc.  
A. O. Smith Water Products Co.  
A. W. Chesterton Company  
A. C. Product Liability Trust  
A BFST Products Co.  
A. L. Burbank & Co. Ltd.  
Abex Corp.  
ACandS, Inc.  
Acorn Iron & Supply Co.  
Alfred Crane Co.  
Allied Signal Inc.  
Allied Glove Corp.  
Altred Conhagen, Inc.  
Amchem Products, Inc.  
American Standard, Inc.  
American Optical Corp.  
American Export Lines, Inc.  
Ametek, Inc.  
Amoco Corp.  
Amoco Oil Co.  
Amoco Chemicals Co.  
Anaconda Power Cable, Inc.  
Anchor Packing Co.  
Anco Insulations, Inc.  
Appalachian Power Co.  
Aqua Chem, Inc.  
Arco Petroleum Products Co.  
Argo International Corp.  
Argo Packing Co.  
Aristech Chemical Corp.  
Armstrong World Industries  
Asarco, Inc.  
Asbestos Spray Corp.  
Asbestos Product Mfg. Corp.  
Asbestos Corp.  
Asten Group, Inc.

Asten Canada, Inc.  
Atlantic Asbestos Corp.  
Atlantic Richfield Co.  
Atlas-Turner Co. Ltd.  
Auburn Manufacturing Co.  
Aurora Pump Co.  
B. F. Goodrich Co.  
The Babcock & Wilcox Company  
Beazer East, Inc.  
Bethlehem Steel Corp.  
Bigelow-Liptak Corp.  
Black & Decker Corp.  
BMCE, Inc.  
The Boc Group, Inc.  
Borg Warner Security Corp.  
Boyd Co.  
BP of America  
Briggs Manufacturing Co.  
Brown & Root, Inc.  
Brown & Root USA, Inc.  
Bryan Steam Corp.  
The Budd Company  
Burnham Corp.  
Burns & Roe Synthetic Fuels, Inc.  
C. E. Thurston & Sons, Inc.  
Cape Industries, PLC.  
CBS Corp.  
Central Operating Co.  
Certainteed Corp.  
Champion International Corp.  
Chemseco  
Chevron Corp.  
Chicago Fire Brick Co.  
Cleaver Brooks Company, Inc.  
Coffin Pump, Inc.  
Collins Packing Co.  
Coltec Industries, Inc.  
Combustion Engineering, Inc.



Conhagen, Inc.	Flexo Products, Inc.
Consolidated Edison Co.	The Flintkote Company
Consolidated Mines Selection	Foote Mineral Co.
Continental Wire & Cable Co.	Foseco, Inc.
Cooper Industries, Inc.	Foster Wheeler Corporation
Corhart Refractories Co.	Fulton Boiler Works, Inc.
Courter & Co., Inc.	GAF Corporation
Crane Co.	Garlock Industries
Crosby Steam & Valve Co.	Gasket Holdings, Inc.
Crown Cork & Seal Co., Inc.	Gateway Industrial Supply
D. B. Riley, Inc.	Gatke Corp.
Dana Corp.	General Cable Corp.
Daniel Construction Co.	General Motors Corp.
Darragh Co.	General Signal Corp.
Dover Resources, Inc.	General Refractories Co.
Dow Chemical Co.	General Electric Co.
Dresser Industries, Inc.	General Gasket Corp.
Durabla Manufacturing Co.	Georgia Pacific Corp.
Durame Tallic Corp., Inc.	Gibraltar Industrial Services Inc
E.G. & G. Sealol, Inc.	Glen Alden Corp.
E.I. du Pont De Nemours & Co.	Goodall Rubber Co.
E.L. Stebbings, Inc.	Goodyear Canada, Inc.
Eagle Picher Industries, Inc.	Goodyear Tire & Rubber Co.
Eagle, Inc.	Gould Pumps, Inc.
Eastco Industrial Safety Corp.	Graybar Electric Co.
Eastern Refractories Corp.	Greene Tweed & Co.
Eaton Corp.	Griffin Wheel Co.
Edison International, Inc.	Guard Line, Inc.
Elliott Turbomachinery Co.	Gulf Coast Marine Supply Co.
Elliott Machine Corp.	Gulf Engineering Co., Inc.
Empire Ace Asbestos Insulation	Gulf Oil Corp.
Ericsson Radio Systems, Inc.	Gulf Belting & Casket Co.
Ernst Cage Co.	H. B. Fuller Co.
Everlasting Valve Co.	H. H. Robertson
Excelsior, Inc.	Hajoca Corp.
F. R. Wright Co. Of Pittsburgh	Hampshire Industries, Inc.
Federal Mogul Corp.	Harbison Walker Refractories
Felt Products, Inc.	Hel-Pro, Inc.
Ferodo America, Inc. (Acf)	Henry Vogt Machine Co.
Fibreboard Corporation	Hersh Packing & Rubber Co.
Figgie International	Hobart Brothers Co.
FKI Industries, Inc.	Holmes Blunt Ltd.
Flexitallic Gasket, Inc (Acf)	Home Rubber Co.

Hopeman Brothers, Inc.  
 Houdam John Crane, Inc.  
 Houghton & Co.  
 Hunter Sales Corp.  
 IMO Industries  
 Imoff's, Inc.  
 INCO Alloys International, Inc.  
 Indian Head Industries, Inc.  
 Indresco, Inc.  
 Industrial Rubber & Specialty Co.  
 Industrial Holders Co.  
 Ingersoll Rand Co.  
 Ingersoll-Dresser Pump  
 Insul Co., Inc.  
 Insulation Corp.  
 International Freightling Corp.  
 International Minerals & Chemical  
 J. H. France Refractories Co., Inc.  
 J. T. Thorpe & Sons, Inc.  
 James Walker Manufacturing Co.  
 Janos Industries Insulation Corp.  
 John Crane, Inc.  
 Kaiser Aluminium & Chemical Corp.  
 Kaiser Aluminum & Insulation Co.  
 Keasbey & Mattison  
 Keeler Dorr Oliver Boiler Co.  
 Kelly-Moore Paint Co., Inc.  
 Kennecott Energy Company  
 Kentile Floors, Inc.  
 Kohler Co.  
 Komp Equipment Co., Inc.  
 Koppers Co., Inc.  
 La Favorite Industries, Inc.  
 Lake Asbestos of Quebec, Ltd.  
 Laurel Rubber & Gasket Co.  
 Leeds & Northrup Co.  
 Lloyd F. Mitchell, Inc.  
 Long Island Lighting Corp.  
 Marathon Oil Co.  
 Maremont Corp.  
 Marine Specialty Co., Inc.  
 Mario & Dibono Plastering Co., Inc.  
 The Marmon Group, Inc.

McCarty Corp.  
 McCormack Asbestos Co.  
 McMaster-Carr Supply Co.  
 Melrath Gasket Co.  
 Metropolitan Life Ins. Co.  
 Minnesota Mining & Mfg.  
 Mississippi Rubber & Specialty Co.  
 Mobil Oil Corp.  
 Monongail-LA Power Co.  
 Monsanto Chemical Co.  
 Morse Diesel Construction, Inc.  
 Mortell Company  
 National Refractories And Minerals Corp.  
 National Gypsum Co., n/k/a Asbestos Claims  
 Management Corp.  
 Noland Co.  
 North American Refractories Co.  
 North Brothers, Inc.  
 Norton Co.  
 Nosroc Corp.  
 Nuturn Corp.  
 O'Connor Constructors, Inc.  
 Oakfabco, Inc.  
 Occidental Chemical Corp.  
 Oglebay Norton Co.  
 Okonite Co.  
 Owens Illinois, Inc.  
 Owens Corning Fiberglass  
 Owens Illinois Glass Co.  
 Pacific Atlantic Steamship Co.  
 Panacon Corp.  
 Patterson Kelly Company  
 Peerless Heating Co.  
 Peerless Supply Co.  
 Peerless Industries, Inc.  
 Pecora Corp.  
 Pfizer, Inc.  
 Philip Carey Manufacturing Co.  
 Phoenix Specialty Manufacturing  
 Pittsburgh Plate Glass Industries  
 Pittsburgh Corning Corp.  
 Plibrico Company  
 Pneumo Abex Corp.



Porter, Hayden  
 PPG Industries, Inc.  
 Preferred Utilities Manufacturing  
 Premier Refractories & Chemicals  
 Proko Industries, Inc.  
 Puerto Rico Safety Equipment Co.  
 Quaker Rubber Co.  
 Quigley Company, Inc.  
 Rapid American Corp.  
 Ravenswood Aluminum Corp.  
 Reilly Benton Co., Inc.  
 Reynolds Metals Co.  
 Rhone Poulenc, Inc.  
 Rhopac, Inc.  
 Riley Stoker Corp.  
 Robert A. Keasbey Company  
 Robertson Ceco Corp.  
 Rockbestos Co.  
 Rohm & Haas Co.  
 Ruberoid Co. (successor is GAF Corp.)  
 S. B. Decking, Inc.  
 Safeguard Industrial Equipment  
 Sager Corp.  
 Sealol Corp.  
 Searo Packing Co.  
 Selby Battersby & Co.  
 Crouse-Hinds Sepco Corp.  
 Sequoia Ventures, Inc.  
 Shell Oil Co.  
 Sherwin Williams Co.  
 Shook & Fletcher Insulation Company  
 Skinner Engine Co., Inc.  
 South Atlantic Steamship  
 Standard Refractories Ltd.  
 Standard Equipment  
 Steel Grip Safety Apparel Co.  
 Stone & Webster, Inc.  
 Struthers Wells Corp.  
 Studebaker Worthing Co.  
 The Synkoloid Company of Canada, Ltd.  
 T & N, Ltd. (f/k/a T&N, PLC).  
 T & N Industries (ACF)  
 Taylor Seidenbach, Inc.

Taylored Industries, Inc.  
 Texaco, Inc.  
 Texas Vermiculite Co.  
 Thorpe Insulation Company  
 Tishman Construction Corp. of Illinois  
 Tishman Realty & Construction  
 Titusville Boiler Co.  
 Treadwell Corp.  
 Tung Sol Electric, Inc.  
 Turner Supply Co.  
 Tweed Greene & Co.  
 U. C. Realty Corp.  
 U. S. Navigation  
 U. S. Gypsum Corp.  
 Union Asbestos & Rubber Co.  
 Union Carbide Corp.  
 Uniroyal Chemical Co., Inc.  
 Uniroyal, Inc.  
 Universal Refractories, Inc.  
 U. S. Rubber Gypsum Co.  
 U. S. Mineral Products  
 U. S. Rubber Co.  
 USX Corp.  
 Vellumoid Co.  
 VIAD Corp.  
 Viking Pumps.  
 Vogt Machine Co.  
 Waco Insulation, Inc.  
 Wagner Electric Corp.  
 Walworth Co.  
 Warren Pumps, Inc.  
 Weil Mclain United Dominion Co.  
 Westinghouse Electric Corp.  
 Wire and Cable Division  
 Worthington Corp.  
 Worthington Pump Machinery Corp.  
 York Industries Corp.  
 Zimmerman Packing & Mfg., Inc.  
 Zurn Industries, Inc.



INVENTORY SETTLEMENT AGREEMENTS WITH LAW FIRMS DISPOSING OF ASBESTOS BODILY  
INJURY CLAIMS VALUED AT MORE THAN \$5 MILLION

Weitz & Luxenberg, P.C.	New York, NY
Reaud, Morgan & Quinn, Inc.	Beaumont, TX
Foster & Sear	Dallas, TX
Goldberg, Persky, Jennings & White, P.C.	Pittsburgh, PA
Silber & Pearlman, P.C.	Dallas, TX
Law Offices of David Lipman, P.C.	Miami, FL
Cooney & Conway	Chicago, IL
Campbell, Cherry, Harrison & Dove, L.L.P.	Waco, TX
Robles & Gonzales, P.A.	Miami, FL

(vii) TOP 100 EQUITY SECURITY HOLDERS OF DEBTORS

Cede & Co  
 W. R. Grace & Co Book Entry Memo A/C  
 Lorient & Co.  
 Jeanette L Vachon Trust UA  
 Paul J. Norris  
 Charles H. Erhart Jr.  
 Bob Robert Sunness  
 Wachovia Bank of North Carolina  
 M. Evelyn Bowman  
 Phyllis Schrager  
 John W. Austin Jr. & Patsy W. Austin Trust  
 UA  
 Quentin Alexander  
 Patricia Stanley  
 Ellen R. Saxl  
 Angus W. Mercer  
 Ronald C. Cambre  
 Joyce M. Mercer  
 Wayne T. Smith  
 Rose M. Johnston  
 John A. Santillo & Rose Santillo  
 Edna M. Loos  
 Joanna M. Foley & Joseph P. Foley  
 Joseph A. Rightmyer  
 Simon Atlas  
 Alanna Forshay Fenske  
 Fred P. Brandt & Catherine A. Brandt  
 George R. Perrin  
 R. Ronald Kleiman  
 Joanna M. Foley & Joseph P. Foley  
 Merle Reppert  
 David B. Siegel  
 William M. Corcoran  
 Ann G. Fitzgerald  
 W. Brian McGowan  
 Harry S. Rinker Trust  
 Raymond E. Smiley  
 Janet L. Farr & Edward S. Farr

Holmes Oil Company  
 Lack & Lindsay  
 William A. Maude  
 William L. Monroe  
 Gerald W. Halmo  
 Daisy Salzo Casilla  
 Fred P. Brandt  
 Dorothy G. Kleiman  
 James G. Schaefer  
 Edmund F. Guaraldi Revocable Trust  
 John O. Flender  
 Magdalen Sleeman  
 Robert Bendheim  
 Rudolf B. Peest  
 Robert E. Anderson & Mary F. Anderson  
 Sylvia M. Erhart  
 Phyllis Schrager & William D. Roger  
 Eileen Margaret Grimsditch  
 Richard J. Schoofs  
 Noel A. Lee  
 Betty D. Green  
 Dorothy F. Sellers  
 Lawrence M. Pucci  
 Hilda Salz O  
 Bonnie Nagai  
 CMSS as Exchange Agent for  
 Unexchanged Holders of  
 Chomerics, Inc.  
 George T. Fukui & Katherine K. Fukui  
 Lillian Berman  
 Leonard L. Brown  
 Johnny P. Forehand Jr.  
 Kathryn C. Mattingly  
 Gregory E. Poling  
 Douglas V. Reynolds  
 Olaf B. Schubbe  
 The Smiley BBN Family Partnership  
 David Lawrence

Thomas Arlen Evans & Dotzie Kay Evans  
Freda E. Strahl  
Maria O. De Salz  
Harold A. Eckmann  
The Abraham Family Trust  
Barbara Cates Baynard  
Willie H. Blanton  
Celwyn Company, Inc.  
Rae C. Heiple  
Burrel Leonard  
Mary C. Kodis Trust  
Joan McKay Young  
Malech 1989 Family Trust  
Margaret M. Sokol

Haig Torigian  
Quentin L. Thelen  
Robert L. Cox Jr.  
Louise Loffredo  
Elyse B. Napoli  
Richard J. Nozemack  
Steven S. Paloumbis  
Mark A. Shelnitz  
Gert H. Teska  
Robert H. & Joan P. Beber  
Laurey Mercer Rigsbee  
George Montgomery  
P. S. DeBeaumont



(viii) ISSUERS OF THE DEBTORS' OUTSTANDING LETTERS OF CREDIT

ABN AMRO Bank N.V.  
Bank of America, N.A.  
Citibank, N.A.  
J.P. Morgan Chase & Co.  
Wachovia Bank & Trust Company, N.A.

**ISSUERS OF THE DEBTORS' OUTSTANDING SURETY BONDS**

American International Group, Inc.  
The Travelers Insurance Co.  
Fireman's Fund Insurance Co.  
The Hartford Financial Services Group, Inc.  
St. Paul Companies, Inc.



BANK CREDITORS OF THE DEBTORS AND AGENTS AND INDENTURE TRUSTEES

The Chase Manhattan Bank (agent)  
The Depository Trust Company  
Bank of America, N.A.  
J.P.Morgan & Chase Co.  
First Union Bank  
Credit Suisse First Boston Corp.  
Dresdner Bank A.G.  
Bank of Nova Scotia  
ABN Amro Bank N.V.  
Bank of New York  
Northern Trust Bank  
Wachovia Bank and Trust Company, N.A.  
Hapoalim  
Barclays Bank PLC  
Citibank, N.A.  
Commerzbank A.G.  
Credit Lyonnais  
HSBC/MarineMidland  
Lloyds Bank, Dubai  
CEDE & Co. (indenture trustee)  
Deposit Guaranty Corp. (indenture trustee)

(ix) PARTIES TO REAL ESTATE LEASES IN WHICH DEBTORS ARE LESSEES

14901 North Scottsdale Road LLC / SM1/Southwestern Management, Inc.  
2700 Stemmons  
710, Inc.

A. Copeland Enterprises

A. Dong Oriental Grocery and Gift, Inc.

Abnet Realty Co. (Wm. Langfan & Aaron Ziegelman) / B E Holding Corp.

Accomplishments Through People, Inc.

AIP Properties

Alexander Summer, Inc.

Aliferis (UJ's Family Restaurant)

Allstore Realty Group

AMB Property, L.P.

AMCAP/Denver Ltd. Partnership

American Property Investors XI

American United Life Insurance Co.

APAC Teleservices, Inc.

Appollo Cards, Inc.

Arbor Vitae Company N.V.

ASIC Alliance Corporation

Associates Enterprises of Houston

Atlash Corporation N.V.

Autozone, Inc.

Azteca Restaurants (El Torita-La Fiesta)

B & N Enterprises

Baltinvest, N.V.

Baronial Corporation, N.V.

Barrand, Inc.

Baydale, Inc. // AMFAC Merchandising Corp.

Bell Canyon Investments Company N.V.

Berch Corporation N.V.

Besswell Corporation, N.V.

Birchwood at Jericho Associates

Bixby Ranch Company

Blakenship Villas of Clovis, Inc.

Boeing Court Partners

Broadway Place I

Bruce & Brent Speckert, Tracey Deatsch, Deborah Frostholtm

Buccola Family Trust

Buen Dia Land Company N.V.



Builders Emporium Corp.  
Builders Emporium (East), Inc.  
Byer Properties  
C & S, Inc.  
Cabernet Company, N.V.  
Caburan Land Company N.V.  
Campamar Land Company N.V.  
Caringello Investments II  
Carlisle Property Co.  
Carrow's  
Casa Bonita, Inc.  
Cassco Land Co., Inc.  
Cavil Properties, Inc.  
Cedar Square, A Texas General Partnership  
CFS  
Channel Home Centers  
Channel Home Centers Realty Corp.  
Channel Lumber Company  
Channel of Route 10  
Charger Land Company  
Chart Towne Partnership  
Chattanooga Food Systems, Inc.  
Chi Chi's, Inc.  
Child World, Inc.  
Citizens and Southern Bank of W. Georgia  
City Federal Savings & Loan Association  
City/County of San Francisco - Public Utilities Commission  
Clayton Dean  
Coco's  
Community Distributors, Inc.  
Craddock Diversified Enterprises  
Crested Butte Equities Co.  
D & B of Hollywood  
DAS Restaurants, Inc.  
Dave Christensen, Inc. (successor in-interest - Bellevue Hilton)  
Daylin, Inc.  
De Nada Restaurants, Inc.  
DELCO Development Co. of Gastonia / H. C. Associates  
DELCO Development Co. of Tyvola  
Delta Acquisitons, Ltd.  
Dr/Mrs Robert Schmit  
DT Propiedades  
Dunn International Corporation

Dunn International of Georgia, Inc.  
El Torito  
El Toro Properties/Corp & Ludo and Gloria Bevilacqua  
Elaine Power Figures Salons, Inc.  
Eminent International Enterprises, Inc.  
Evelyn Art Gallery  
Fairlane Land Comapy, N.V.  
Fast Food Properties  
FBL Partners  
Fedi, Fedi, Jaworski & Santini  
FFCA/IIP  
Fidelity Syndications, Inc.  
First Harris Associates, Ltd.  
First National Bank of Bloomington  
Forshaw, Elizabeth  
Frank & Marianne Sorci  
Frederick J. and Pamela M. Axelberd  
Freed Realty Company  
Freeport Center Associates  
Galahad Real Estate Corp.  
Gardner-Smith Associates / Broad River Mall Assoc., L.P. /Hitchner, Witt & Co.  
Garec Ltd, Partnership  
Gaston Health Care, Inc.  
Gene Biggli Properties  
General Mills  
Goodwill Industries fo Greater New York, Inc.  
Green Angel Investments Co., N.V.  
Green Pastures, Inc.  
Grupe - Squaw Valley Company Ltd.  
Handy City Division  
Harry & Elise Grimmer  
H-B, Inc.  
Heathcliff Investment Co., N.V.  
Herman's Sporting Goods, Inc.  
Hines Interest Limited Partnership  
Home Builders Emporium-NY  
Homer J. Rader  
HQ / Hechinger Property Company  
H-T Enterprises V  
Hugh M. Tarbutton  
Ingram Plaza Company  
International Protective Coating Corp. (successor to Pyrotec Industries, Inc.)  
Investcal Develop Co.



Investcal Realty  
J & J Rentals  
J. E. Smith  
J.C. Food Corporation  
Jack Astor's Leasing  
James G., James H. Ayres and Mary Jane Ayres  
Jericho Restaurant Associates  
Jew, Anthony, MD  
John & Susan Youngson  
John H. Baker III  
John L. Stevenson  
Jojo's  
Joseph and Inez Foundation  
Joyce Alyn  
JP Forney Jr, Trustee; Elinor L. Forney; James B. Davis and R.C. Bennett, Trustee  
Keg Restaurants  
Keystone Realty Company  
Kravco Company; Lehigh Valley Associates  
Kwo-Tai Richard Sun & Ivy Hsiao-Ming Chen Sun  
La Jolla Village Profesional Center Associates  
La Mesa Crossroads  
Lathamton Corporation  
La Salle National Bank - Trust #100609  
Laguna Hills Investment Company  
Lampeter Joint Venture (Basser and Kaufman)  
Larnet N.V.  
Leverett Corporation N.V.  
Lewis RE Trust, et al.  
Life Time Floors, Inc.  
Lismore Corporation N.V.  
Lister Properties Co.  
Listoville, N.V.  
Lynda Ward  
M.S.B. Properties  
M/M John Santopadre  
Malibu Land Company N.V.  
Mamiye Brothers  
Manor Develpoment Co.  
Margaret & Mike Conrotto  
Mark Hankin and Hanmar Assoc. MLP.  
MARS, Inc.  
Marshall's of Milford, Connecticut., Inc.  
Marshall's of Waterbury, Connecticut., Inc.

Marshall's of Wayne  
Marshall's, Inc.  
Martinvest, Inc. N.V.  
Mattatuck Plaza Associates (successor to Simon Konover)  
MCC Group Northglenn, LTD.  
MCC Group-Mesquite # Joint Venture  
McCutchin Brothers Joint Venture II  
Mercury Mall Associates  
Merlot Company N.V.  
MGSC Corp.  
Milford Associates  
Missouri Limited Partnership  
Mr. Beef Restaurants, Inc.  
Myers Corner Development Corporation  
New England Mutual Life Ins. Co.  
Ninfa's (Rodco, L.C.)  
NoHy  
Northern Hydraulics, Inc.  
Northwest Village Limited  
Olive Garden  
Ollie's Bargain Outlet, Inc.  
Orchard Supply Building Co.  
Pacar, Inc.  
Pancho's Mexican Buffet  
Paragon Steakhouse Restaurants, Inc.  
Parkland Realty  
Paul Choi & Evelyn Youngrea Choi  
Peckman, Peter H. & Nancy M., c/o Investcal Realty Corp.  
Pennsylvania Ltd. Partnership  
Pepper Square Venture I  
Perrot N.V. and Lowell Corporation  
PFRS Dublin Corp.  
PH Associates  
Phoenix Concepts Corporation  
Pier 1 Imports  
Pike-Pal Associates  
Pinata, Inc.  
Plaza Camino Real  
Plus Foods Discount, Inc.  
Princessa Land Company, N.V.  
Principle Life Insurance Co.  
PRS Boyle Rd. Corp / Selden Center Associates / Net Realty Holding  
Quick Foods, Inc. dba Taco Villa

Quivira 95 Company  
Quortrup Petroleum Products, Inc.  
Rhodes, Inc.  
Richard & Kathryn Rossman  
Richard L. Crawford and Geren Crawford Real Estate Investments  
Robert V. McKeen & Co.  
Robin Roach & Andrew P. Wieland  
RREEF USA Fund-III  
Russell J. & Milton F. & Joyce Bruzzone  
S. Klein Department Stores, Inc.  
S.A.H. Partnership  
Safari Realty Co., Inc.  
Safeway Stores, Inc.  
Safia, Inc.  
Savmart of New Jersey, Inc.  
Schantz, Schantz & Pernell  
Scott William Wood  
Serota & Sons  
Shapell Industries of No. California, Inc.  
Shepler's Inc.  
Sheplers of Texas  
Silver Shadow Land Company  
Snack, Inc.  
Soll Trust  
Sota Bento Land Company, N.V.  
South Plainfield Holding, Inc.  
So. Pacific Dev. Co.  
Southern Pacific Development  
Southview Mexican Ltd. Partnership  
Springs Assoc, L.P.  
Springs Associates  
Stammel Corp.  
Stein Mart, Inc.  
Stephen Pontiac - Cadillac, Inc.  
Sterling Projects, Inc.  
Sylvor, Robert  
Tony Roma's a/k/a Romacorp, Inc.  
Taaz, L.L.C.  
Taco Del Sur, Inc.  
Taco Villa, Inc.  
Terrin Holding, Co.  
T/H Associates  
The Fabric Emporium



The Great Atlantic and Pacific Tea Company  
The Lincoln National Life Insurance Co.  
The Lionel Corporation & Lionel Leisure, Inc.  
The Oaks % Key Center  
The Pep Boys - Manny, Moe & Jack  
The Price Company  
The Salvation Army  
The Snyder Living Trust  
The Voit Companies  
Theodore, Judith, Edward & Thelma Bradford  
Topps of Totowa  
Trammel Crow Co.  
Two Forty Associates  
Two Guys from Harrison -- New York, Inc..  
United Benefit Life Insurance Company  
Urban Village Partners  
Vess J. Barnes, Joyce A. Barnes, & Terry Smith as Trustees of Barnes Jewelry, Inc. Employees  
Profit Sharing Trust  
Village Parkway Venture  
Vincent & Rose Di Tommaso  
Vintage Faire Assocs  
Virginia Square Ltd.  
Volare Investments Co.  
Vornado, Inc.  
W. H. C. Realty Corp. (successor to Simon Konover)  
Wal-Mart Stores, Inc.  
Watson Land Company a/k/a Chomerics, Inc.  
Wayne Industries, Inc.  
Weingarten Realty Investors  
Weingarten Realty, Inc.  
Wendy's  
West York Associates  
Westbar Limited Partnership  
Whataburger, Inc.  
Whittaker/Valey River Partners  
Who Songs & Larry's  
Wickes Companies, Inc.  
William K. Langfan and Aaron Ziegelman  
Winfield Group  
Wm. & Grace Garcia  
Woodfair Venture, Ltd.  
WRG Assoc. Four  
WRG Assoc. Seven

WRG Assoc. Six  
WRG Associates Five  
WRG III, L.P.  
Banker's Life of Des Moines, Iowa

**(x) Other Parties in Interest**

TrizecHahn Office Properties, Inc.

Blue Ridge Asset Funding Corporation

Retained Professionals

Kirkland and Ellis

Pachulski, Stang, Ziehl, Young & Jones P.C.

The Blackstone Group L.P.

Kekst & Company

Wachtell, Lipton Rosen & Katz

Shareholders

FMR Corp.

Peninsula Partners, L.P.

The Baupost Group, L.L.C.



# **SCHEDULE B**

**SCHEDULE B**

Citibank  
Keystone Realty  
David Lawrence Assoc.  
Wachovia Bank  
Whittaker Corp.  
Trammel Crow NE Inc.  
Great Atlantic Pacific Tea Co., Inc.  
City & County of San Francisco  
Lloyds TSB Bank PLC  
Credit Lyonnais  
Northern Trust  
BP Amoco PLC  
Aristech Chemical Corp.  
Bethlehem Steel  
CBS  
General Motors  
Reynolds Metals  
Tishman Speyer  
Con Edison  
Metropolitan Life Insurance Co.

**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	
W. R. GRACE & CO., <u>et al.</u> <sup>1</sup>	)	<b>Chapter 11</b>
	)	<b>Case No. 01-01139 (JJF)</b>
	)	
Debtors.	)	<b>Jointly Administered</b>

**ORDER AUTHORIZING RETENTION OF STROOCK &  
STROOCK & LAVAN LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the "Committee") appointed in the Chapter 11 cases of W. R. Grace & Co., and sixty-one of its subsidiaries and affiliates (collectively, the "Debtors") having made an application to this Court (the "Application") for the entry of an Order pursuant to 11 U.S.C. § 1103(a) authorizing the retention of Stroock & Stroock & Lavan LLP ("Stroock") as counsel to the Committee, *nunc pro tunc* to April 12, 2001; and upon the affidavit of Lewis Kruger, a member of Stroock in support thereof duly sworn to on May 1, 2001 (the

---

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracol, Inc., Gracol II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.



"Affidavit"); and it appearing that notice of the within Application has been provided to (i) the Office of the United States Trustee; (ii) counsel for the above-captioned Debtors; and (iii) all other parties having filed a notice of appearance and request for service of documents under Federal Rule of Bankruptcy Procedure 2002; and the Court being satisfied based upon the representations made in the Application and the Affidavit that (i) Stroock represents no interest materially adverse to the Committee; (ii) Stroock is a "disinterested person" as that term is defined in 11 U.S.C. §§ 101(14); and (iii) the employment of Stroock is necessary, and in the best interests of the Committee, and in compliance with Bankruptcy Rules 2014 and 2016; and after due deliberation, and sufficient cause appearing therefor; it is hereby

**ORDERED**, that the Application is granted in its entirety; and it is further

**ORDERED**, that in accordance with 11 U.S.C. § 1103(a), the Committee be and it is hereby authorized and empowered to retain Stroock as its attorneys, nunc pro tunc to April 12, 2001, to represent the Committee in these Chapter 11 cases; and it is further

**ORDERED**, that Stroock shall be compensated in accordance with 11 U.S.C. §§ 330 and 331, the Federal Rules of Bankruptcy Procedure and the Local Rules and orders of this Court.

Dated: Wilmington, Delaware  
May 30, 2001

  
The Honorable Joseph J. Farnan, Jr.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	
W. R. GRACE & CO., <u>et al.</u>	)	Chapter 11
	)	Case No. 01-01139 (JJF)
	)	
Debtors.	)	Jointly Administered

**CERTIFICATE OF SERVICE**

I, John W. Weiss, certify that I am not less than 18 years of age, and that service of a copy of the attached **Notice of Application for an Order Authorizing the Retention of Stroock & Stroock & Lavan LLP as Counsel to the Official Committee of Unsecured Creditors** was made May 2, 2001, upon:

All of the parties indicated on the attached Service List by first class mail, postage prepaid, or as otherwise indicated.

Under penalty of perjury, I declare that the foregoing is true and correct.

5-2-01

Date

  
John W. Weiss

**W.R. Grace Service List - 1103944**

Laura Davis Jones, Esq.  
David Carickoff, Esq.  
Counsel to the Debtors  
Pachulski, Stang, Ziehl, Young & Jones  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705  
**BY HAND DELIVERY**

Hamid R. Rafatjoo, Esq.  
Counsel to the Debtors  
Pachulski, Stang, Ziehl, Young & Jones  
10100 Santa Monica Boulevard  
Los Angeles, CA 90067-4100

Steven M. Yoder, Esq.  
Counsel to Bank of America  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899  
**BY HAND DELIVERY**

Matthew G. Zaleski, III, Esq.  
Counsel to the Asbestos Committee  
Ashby & Geddes  
222 Delaware Avenue  
P.O. Box 1150  
Wilmington, DE 19899  
**BY HAND DELIVERY**

James Kapp, III, Esq.  
Counsel to the Debtor  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601

Frank Perch III  
Office of the United States Trustee  
601 Walnut Street, Curtis Center,  
Suite 950 West  
Philadelphia, PA 19106

Derrick Tay, Esq.  
Counsel to the Debtor  
Meighen Demers  
Suite 1100, Box 11, Merrill Lynch Canada Tower  
Sun Life Center, 200 Kint Street West  
Toronto, Ontario M5H3T4  
CANADA

Mark Kenny, Esq.  
Office of the United States Trustee  
601 Walnut Street, Curtis Center,  
Suite 950 West  
Philadelphia, PA 19106

D.J. Baker, Esq.  
Counsel to Sealed Air  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036

David B. Sigel  
W.R. Grace and Co.  
7500 Grace Drive  
Columbia, MD 21044



**W.R. Grace Service List - 1103944**

Nancy Worth Davis, Esq.  
Counsel to Asbestos Committee  
Ness, Motley, Loadhold, Richardson & Poole  
28 Bridgeside Boulevard  
P.O. Box 1792  
Mount Pleasant, SC 29465

J. Douglas Bacon, Esq.  
Counsel to DIP Lender  
Latham & Watkins  
Sears Tower, Suite 5800  
Chicago, IL 60606

Securities & Exchange Commission  
15th & Pennsylvania Avenue N.W.  
Washington, D.C. 20020

Todd Meyer, Esq.  
Kilpatric Stockton  
1100 Peachtree Street  
Atlanta, GA 30309

Securities & Exchange Commission  
Atlanta Regional Office Branch/Reorganization  
3475 Lenox Road, N.E., Suite 100  
Atlanta, GA 30326-1232

District Director  
IRS  
409 Silverstone Road  
Wilmington, DE 19809  
**BY HAND DELIVERY**

Secretary of State  
Division of Corporations  
Franchise Tax  
P.O. Box 7040  
Dover, DE 19903

Secretary of Treasurer  
P.O. Box 7040  
Dover, DE 19903

Jon L. Heberling, Esq.  
McGarvey, Heberling, Sullivan & McGarvey PC  
745 South Main Street  
Kalispel, MT 59901

James H.M. Sprayregen, Esq.  
Counsel to the Debtor  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601

**W.R. Grace Service List - 1103944**

Joseph F. Rice, Esq.  
Counsel to the Asbestos Committee  
Ness Motley Loadhold Richardson & Poole, P.A.  
28 Bridgeside Boulevard  
P.O. Box 1792  
Mount Pleasant, SC 29465

Patrick L. Hughes, Esq.  
Counsel to Asbestos Claimants  
Haynes & Boone LLP  
1000 Louisiana Street, Suite 4300  
Houston, TX 77002-5012

Scott L. Baena, Esq.  
Counsel to Committee of Property Damage Claimants  
Bilzin Sumberg Dunn Baena Price & Axelrod LLP  
First Union Financial Center  
200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

Theodore Goldberg, Esq.  
Mark C. Meyer, Esq.  
Goldberg, Persky, Jennings & White, P.C.  
1030 Fifth Avenue, Third Floor  
Pittsburgh, PA 15219-6295

Mark Lanier, Esq.  
Patrick N. Haines, Esq.  
Counsel to Asbestos Claimants  
Lanier Parker & Sullivan, P.C.  
1331 Lamar Street, Suite 1550  
Houston, TX 77010

Alan Rich, Esq.  
Russell Budd, Esq.  
Counsel to Asbestos Claimants  
Baron & Budd, P.C.  
The Centrum  
3102 Oak Lawn Avenue, Suite 1100  
Dallas, TX 75219-4281

Mark D. Collins, Esq.  
Counsel to Chase Manhattan Bank  
Richards, Layton & Finger, P.A.  
One Rodney Square, P.O. Box 551  
Wilmington, DE 19899  
**BY HAND DELIVERY**

Eric D. Schwartz, Esq.  
Counsel to National Medical Care  
Morris, Nichols, Arsht & Tunnell  
1201 North Market Street, P.O. Box 1347  
Wilmington, DE 19899-1347  
**BY HAND DELIVERY**

Jay M. Sakalo, Esq.  
Bilzin Sumberg Dunn Baena Price & Axelrod LLP  
First Union Financial Center  
200 South Biscayne Boulevard, Suite 2500  
Miami, FL 33131

Stephen H. Case, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017

**W.R. Grace Service List - 1103944**

Brad Rogers, Esq.  
Pension Benefit Guaranty Corporation  
1200 K Street, N.W.  
Washington, D.C. 20005-4026

James D. Freeman, Esq.  
Environment and Natural Resources Division  
U.S. Department of Justice  
950 Pennsylvania Avenue, NW  
Washington, DC 20530-0001

Ira S. Greene, Esq.  
Counsel to Intercat, Inc.  
Squadron, Ellenoff, Plesent & Sheinfeld, LLP  
551 Fifth Avenue  
New York, New York 10176

W.J. Winterstein, Jr.  
Counsel to PPG Industries  
Harvey, Pennington, Cabot, Griffith & Renneisen, Ltd.  
11 Penn Center, 29th Floor  
1835 Market Street  
Philadelphia, Pennsylvania 19103

Josiah Rotenberg, Esq.  
Lazard Frères & Co LLC  
30 Rockekeller Plaza, 60th Floor  
New York, New York 10020

Lewis Kruger, Esq.  
Counsel to the Unsecured Creditors' Committee  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038

Shelby A. Jordan, Esq.  
Counsel to Garlock Inc.  
Jordan, Hyden, Womble & Culbreth P.C.  
Suite 900, Bank of America  
500 North Shoreline  
Corpus Christi, Texas 78471

Robert Raskin, Esq.  
Counsel to the Unsecured Creditors' Committee  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038

Nancy T. Williams, Esq.  
Counsel to Claimants  
Brayton Purcell  
222 Rush Landing Road  
Novato, California 94945

Greta M. Brouphy, Esq.  
Counsel to Babcock & Wilcox  
Heller, Draper, Hayden, Patrick & Horn, L.L.C.  
Suite 2500, Poydras Center  
650 Poydras Street  
New Orleans, Louisiana 70130-6103



**W.R. Grace Service List - 1103944**

James V. Sylvester, Esq.  
Counsel to Intercat, Inc.  
Fritz, Byrne & Head, L.L.P.  
98 San Jacinto Boulevard, Suite 2000  
Austin, Texas 79701-4286

Charles E. Boulbol, Esq.  
Counsel to Trizechahn-Swig  
26 Broadway-Seventeenth Floor  
New York, New York 10004

Elihu Inselbuch, Esq.  
Rita Tobin, Esq.  
Counsel for Asbestos B.I. Committee  
Caplin & Drysdale, Chartered  
399 Park Avenue  
New York, NY 10022

William P. Bowden, Esq.  
Matthew G. Zaleski, III, Esq.  
Counsel for Asbestos B.I. Committee  
Ashby & Geddes  
222 Delaware Avenue, 17th Floor  
P.O. Box 1150  
Wilmington, DE 19899  
**BY HAND DELIVERY**

Adam G. Landis, Esq.  
Counsel for Wachovia Bank, N.A.  
Klett Rooney Lieber & Schorling, P.C.  
The Brandywine Building  
1000 West Street, Suite 1410  
Wilmington, DE 19801  
**BY HAND DELIVERY**

Peter Van N. Lockwood, Esq.  
Julie W. Davis, Esq.  
Trevor W. Swett, III, Esq.  
Nathan D. Finch  
Counsel for Asbestos B.I. Committee  
Caplin & Drysdale, Chartered  
One Thomas Circle, N.W.  
Washington, DC 20005

Bruce E. Jameson, Esq.  
Counsel for Prickett, Jones & Elliott and McKool Smith  
Prickett, Jones & Elliott  
310 King Street  
P.O. Box 1328  
Wilmington, DE 19899  
**BY HAND DELIVERY**

Todd C. Meyers, Esq.  
Counsel for Wachovia Bank, N.A.  
Kilpatrick Stockton, LLP  
1100 Peachtree Street, Suite 2800  
Atlanta, GA 30309-4530

Mary A. Coventry  
Sealed Air Corporation  
Park 80 East  
Saddle Brook, NJ 07663

Lewis T. Le Clair, Esq.  
Counsel for Prickett, Jones Elliott and McKool Smith  
McKool Smith  
300 Crescent Court, Suite 1500  
Dallas, TX 75201

**W.R. Grace Service List - 1103944**

Mark S. Chehi, Esq.  
Counsel for Sealed Air Corporation  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899-0636  
**BY HAND DELIVERY**

D.J. Baker, Esq.  
Counsel for Sealed Air Corporation  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036-6522

Paul Haskell, Esq.  
Counsel for Farallon Capital Management, L.L.C.  
Richards Spears Kibbe & Orbe  
One Chase Manhattan Plaza  
New York, NY 10005

Meridee Moore  
Kirsten Lynch  
Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 1352  
San Francisco, CA 94111

Bernice Conn  
Counsel for Los Angeles Unified School District  
Robins, Kaplan, Miller & Ciresi LLP  
2049 Century Park East Suite 3700  
Los Angeles, CA 90067

Steven J. Kherkher  
Laurence G. Tien  
Counsel for Numerous Asbestos Claimants  
Williams Bailey Law Firm, LLP  
8441 Gulf Freeway, Suite #600  
Houston, Texas 77017

Jeffery C. Wisler, Esq.  
Michelle McMahon, Esq.  
Counsel for Maryland Casualty Company  
Connolly Bove Lodge & Hutz LLP  
1220 Market Street, 10th Floor  
P.O. Box 2201  
Wilmington, DE 19899  
**BY HAND DELIVERY**

Paul M. Baisier, Esq.  
Counsel for BPU REYNOLDS, INC.,  
Seyfarth Shaw  
1545 Peachtree Street  
Suite 700  
Atlanta, Georgia 30309

John P. Dillman  
Counsel for City of Houston Harris County  
Linebarger Heard Goggan Blair  
Graham Pena & Sampson, LLP  
P.O. Box 3064  
Houston, TX 772533064

Elizabeth S. Kardos, Esq.  
Counsel for Herman's Sporting Goods  
Gibbons, Del Deo, Dolan,  
Griffinger & Vecchione  
A Professional Corporation  
One Riverfront Plaza  
Newark, New Jersey 07102-5497

**W.R. Grace Service List - 1103944**

Thomas J. Noonan, Jr.  
Herman's Sporting Goods in Liquidation, Inc.  
c/o R&S Liquidation Company, Inc.  
Lyons Mall PMB # 530  
Basking Ridge, New Jersey 07920-1928

Fedrick B. Rosner, Esq.  
Counsel for Ingersoll-Rand Fluid Products  
Walsh, Monzak and Monaco, P.A.  
1201 N. Orange Street, Suite 400  
Wilmington, DE 19801  
**BY HAND DELIVERY**

Cindy Schultz  
Ingersoll-Rand Fluid Products  
One Aro Center  
P.O. Box 151  
Bryan, Ohio 43506

Keavin D. McDonald  
Counsel for Numerous Asbestos Claimants  
Wilshire Scott & Dyer, P.C.  
One Houston Center  
1221 McKinney, Suite 4550  
Houston, Texas 77010

A. Jimenez  
Contrarian Capital Management, LLC.  
411 West Putnam Avenue, Suite 225  
Greenwich, CT 06830

Steven R. Schlesinger, Esq.  
Counsel for Jay Peak LLC.  
Jaspan Schlesinger Hoffman LLP  
300 Garden City Plaza  
Garden City, NY 11530

Robert Jacobs  
Marla Rosoff Eskin  
Counsel to Various Asbestos Claimants  
Jacobs & Crumplar, P.A.  
2 East 7th Street  
P.O. Box 1271  
Wilmington, DE 19899  
**BY HAND DELIVERY**

Francis A. Monaco Jr., Esquire  
Counsel for Zhagrus Environmental, Inc  
Walsh, Monzack and Monaco, P.A.  
1201 N. Orange Street, Suite 400  
P.O. Box 2031  
Wilmington, Delaware 19899-2031  
**BY HAND DELIVERY**

Michael R. Lastowski, Esquire  
Duane, Morris & Heckscher LLP  
1100 N. Market Street, Suite 1200  
Wilmington, DE 19801-1246  
**BY HAND DELIVERY**

Stroock & Stroock & Lavan LLP  
Lewis Kruger, Esq.  
Robert A. Raskin, Esq.  
Arlene G. Krieger, Esq.  
180 Maiden Lane  
New York, NY 10038-4982